

## **[Disc One]**

### **Mississippi (Outtake, *Time Out Of Mind*)**

When “Mississippi” appeared on *“Love And Theft”*, it stood out as the prototypical Bob Dylan song on an album that delved deeply into several American music genres. The arrangement gave it a majesty that was instantly classic.

This version conveys a different kind of majesty and is no less powerful. Probably the first version recorded, with Bob Dylan on acoustic, Daniel Lanois, on very subtle electric and Tony Garnier on the bass, it not only takes you to the delta, but to the edge of the river. The blues guitar figure recalls Dylan’s work on the New York sessions for *Blood On The Tracks*, particularly “Buckets of Rain.” Dylan’s vocal is almost as if he’s letting the words sing themselves, and the song is flowing through him singing hard on some lines, backing off gently on others, magically managing to pull off both at the same time.

### **Most Of The Time (Alternate version, *Oh Mercy*)**

On *Oh Mercy*, this song was brooding bordering on menacing. This solo, guitar and harp rendition is undoubtedly a first take and a bit less melancholy in feel. The sadness found in a different, perhaps more inherent way. Where the *Oh Mercy* version seems mired in ironic denial, this one has some hope even if it’s pensive.

This is also reflected by the lyric changes in the third verse:

*I’ve got enough faith and I’ve got enough strength/I keep it all away  
way beyond arm’s length*

were eventually replaced by:

*I don't build up illusion 'till it makes me sick/I ain't afraid of confusion  
no matter how thick.*

The former makes the next line, *I can smile in the face of mankind* more convincing. On *Oh Mercy*, it sounded like the words were saying one thing, and Dylan’s voice and phrasing were saying the opposite. At the same time, the irony was what made the song.

On first hearing, this take brought back the *Biograph* version of "Forever Young" in that it stays major where you expect it to go minor, though the bridge to the song remains intact.

Dylan's clear and strong acoustic playing is simply terrific and his subtle use of bass lines combined with the harp goes back to another era entirely. It is not the guitar style he would use a few years later on the two acoustic albums. There is something about Bob Dylan playing alone with just guitar and harp that is immediately compelling. Hearing this, I was reminded about the stories from the *Rolling Thunder Revue* about how whenever Dylan would do his solo spot, the other performers would stop whatever they were doing and watch.

### **Dignity (Piano demo, *Oh Mercy*)**

"Dignity" was recorded several times for *Oh Mercy*. None of the versions were used for the album though one take eventually surfaced on *Greatest Hits Volume Three*. On that version all the tracks except for Dylan's vocal and piano were wiped and replaced by new tracks. This recording is slower and more dignified than any of the other known takes which are a bit more rocked up, reveals the original beauty of the song as well as the promise behind the lyrics. Notable for the line, *Soul of a nation is under the knife/Death is standin' in the doorway of life*, this version, though incomplete, shows that an artist's first instinct is usually correct.

### **Someday Baby (Alternate version, *Time Out Of Mind*)**

On *Modern Times*, this song had a driving Chicago based groove. With its marching drums, atmospheric guitars and melodic interlude between the verses, as well as a few lyric changes, this take is far less bluesy, in fact barely at all. Based on the refrain of a classic blues song, recorded by dozens of singers under various titles, this song caused quite a bit of controversy on its release. Writing new verses to an old song (blues or not) is something Bob Dylan (along with many other musicians) has done since the beginning of his career. Once upon a time it was known as the folk process. In folk music, blues, country music, and rock and roll, the list of interchangeable verses, borrowed lines, hooks, and riffs is endless. If this somewhat spookier version had appeared on *Modern Times*, and it would have changed the tenor of the album, it would have been seen as an acknowledgement, a passing nod.

### **Red River (Unreleased, *Time Out Of Mind*)**

From the second an interview with keyboard player Jim Dickinson, surfaced mentioning this song (he called it, "The Girl From The Red River Shore") in which he said it was "...the best song there was from the sessions," Dylan fans have been intrigued, by both his statement and the song's title, which immediately referenced a traditional song Dylan had performed, "The Girl From The Green Briar Shore."

To say that this song lives up to imagined promise after more than a decade of anticipation is severely understating the case. This song is without question possibly the greatest Bob Dylan recording of the past quarter-century. The timbre of his voice says it all, the sadness inherent, the vocal as real and natural as any he's done. The opening verse is exquisite:

*Some of us turn off the lights and we live  
In the moonlight shootin' by  
Some of us scare ourselves to death in the dark  
To be where the angels fly*

The song begins with just guitars and bass, the lead guitar recalling Ry Cooder at his most soulful. On the third verse, organ and drums slip in followed by Augie Meyer's Tex-Mex accordion on the fourth verse, and a dobro on the sixth. The way the instruments fade in adds impact and depth not only to the verse, but the line they come in on, never interfering, only enhancing the always out-front vocal. The effect of the arrangement is like driving up a long, slow western mountain, where you don't even realize you're climbing at first.

The lyrics hit on several levels all at once and seem to move in and out of a dreamlike state. There are several quotable lines and surely such lines as the closing, *Sometimes I think nobody ever saw me here at all/Except the girl from the red river shore* will be discussed as long as people are discussing Dylan songs.

### **Tell Ole Bill (Alternate version)**

"Tell Ole Bill" was written for the 2005 film, *North Country*. Dylan did at least a dozen takes of this in the studio. This minor key rendition is dramatically different than the soundtrack version which was based on a Carter Family song, "I Never Loved But One." There is also an old folksong, "Tell Old Bill," but the only similarity is in the title.

Playwright and actor, Sam Shepherd once wrote that "Dylan moves into mysticism with an E-minor chord," and that sentiment applies here. Lines that seemed little more than nice on the previous version, ring with startling intensity. Punctuated by the rollicking bass notes

of Dylan's piano, they give the song a whole new meaning. While some of the lines reflect 19<sup>th</sup> century poetry, such lines as, *I lay awake at night with troubled dreams/ The enemy is at the gate*, move the song into another context entirely.

### **Born In Time (Alternate version, *Oh Mercy*)**

"Born In Time," is quite simply one of the most beautiful love songs of any Dylan era, though one couldn't necessarily tell that from the version on *Under The Red Sky*. While some of the lyric changes on other versions may have improved the song, this take cannot be surpassed for emotional impact. Why this song was left off *Oh Mercy* will remain one of the great bewildering Dylan mysteries. The instrumental backing stays subtly in the back, with Daniel Lanois' dobro taking the lead in shimmering solos.

### **Can't Wait (Demo, *Time Out Of Mind*,)**

On *Time Out Of Mind*, this song began with guitars, that reflected early Chicago blues. This starts with Dylan on piano and you can hear the musicians finding their way into the song as it proceeds, as additional instruments join in. The lyrics were not yet in any definite format, and some may be startled to hear a line that ended up being one of the key lines in "Sugar Baby," four years later: *Well my back is to the sun because the light is too intense/I can see what everybody in the world is up against*.

### **Everything Is Broken (Alternate version, *Oh Mercy*)**

This track has circulated under the name "Broken Days" is a more straight ahead, basic version without some of the extra instrumentation that appeared on *Oh Mercy*. Lyrical changes abound especially on the bridges, where Dylan's voice and phrasing suddenly and almost humorously sound strangely enough like *Blonde On Blonde*.

### **Dreamin' Of You (Unreleased, *Time Out Of Mind*)**

This is one of the wildest tracks on the set. Set to a freeform groove that somehow manages the astounding task of being reminiscent of both "Highlands" and "Yea Heavy And A Bottle Of Bread," with the first line using the second verse of "Standing In The Doorway." Lines from that song and others appear in the strangest places, with Dylan half-talking, half-singing. As a song it stands on its own, and in a crazy way, manages to sum up the feel of the entire album.

### **Huck's Tune (from *Lucky You* soundtrack)**

This song was recorded in 2006, but because of delays in releasing the film didn't appear until the spring of 2007. Again Dylan draws on traditional music for inspiration. The finger-picking introduction that also appears between the verses, is from the Scottish ballad, "Tramps And Hawkers." A book could be written on the origins of this melody, as it appears in several Scottish and Irish songs, among them *Lakes Of Pontchartrain*, which Dylan has performed several times on stage. If you go back to "The Ballad Of Donald White" and "I Pity The Poor Immigrant," you'll find variants there also.

As with many of the other Bob Dylan songs composed specifically for soundtracks, it transcends its original intentions. The character in the songs is locked deep in despair and more than willing to admit it. With lines that constantly interchange from descriptive to poetic to matter of fact, this song deserves the attention it will hopefully receive by its inclusion on this disc.

### **Marching To The City (Unreleased, *Time Out Of Mind*)**

This slow blues tinged with gospel, especially in Dylan's piano playing, is notable for many reasons. Shortly into the song, familiar lines from other songs appear, most obviously "'Til I Fell In Love With You," and "Not Dark Yet," but it's impossible to be sure if they started here, or if Dylan was trying lines he liked in various songs to find where they worked best.

More to the point, this is one of the strongest blues vocals of Dylan's career. He is totally at home, confident and in command. Once the band locks into the groove, they stay there as Dylan's vocal gets increasingly intense. This isn't an approximation of the blues. It is the blues.

### **High Water (for Charlie Patton) (Live, August 23, 2003, Oakes Garden Theatre, Niagara Falls, Ontario, Canada)**

Suddenly we are transported to the stage, and "High Water (for Charlie Patton)" which on *Love And Theft* was rocked up bluegrass with more than a few hints of old time country, is now a ferocious rocker. No trace of its previous incarnation is to be found. Dylan's piano pounces on the chords, while the crazed interplay of the guitars of Larry Campbell and Freddy Koella take the song to another plane entirely. The whole song is one relentless attack. Dylan shouts out the vocals like a man about to be drowned, and Koella, in perhaps his finest performance with Dylan, takes his guitar into the stratosphere,

staying funky the entire time, then brings it back to earth for an unparalleled closer.

[Disc Two]

### **Mississippi (Outtake, *Time Out Of Mind*)**

This is a full-band, yet low-key rendition that kind of ambles casually along, with the power reserved for the second part of each verse. What's interesting is the feel and the beat are very close to Dylan's live performances over the past few years. Not as strong as the version on disc one, or the version on "*Love And Theft*", it's kind of an on the way marker for the future.

**The Lonesome River with Ralph Stanley (Originally released on Clinch Mountain Country, Rebel Records, released May 19, 1998, recorded November 30, 1997. Bob Dylan: vocal, acoustic guitar, with Ralph Stanley & The Clinch Mountain Boys: Ralph Stanley: vocal & banjo; Jack Cooke upright bass; Ralph Stanley II: rhythm guitar; James Shelton: guitar; Steve Sparkman: banjo; James Price: fiddle; John Rigsby: mandolin.)**

In the second half of the '90s, especially after Larry Campbell joined the band, Bob Dylan went through what has to be termed a major Stanley Brothers phase. It started slowly at first, but after this tune was recorded, an increasing number of Stanley Brothers songs were added to the shows, and stayed part of the shows for a few years.

The Stanley Brothers, Ralph and Carter, along with their band the Clinch Mountain Boys, are at the top of the Bluegrass pantheon, right next to Bill Monroe and Flatt & Scruggs. Carter Stanley died in 1966, but Ralph kept playing, receiving his greatest fame at age 75, for his part in the soundtrack of the film, *O Brother, Where Art Thou*. One of the great singers, his voice cuts right to the spine. On this recording, Bob sings all the verses, with Ralph coming in on the choruses.

### **Series of Dreams (Outtake, *Oh Mercy*)**

When this song was released on the very first *Bootleg Series*, most Dylan fans stopped in their tracks. This version is similar, but stripped of the frills and overdubs done a few years later in New York. There's little doubt that its inclusion would have made *Oh Mercy* a far stronger record.

### **God Knows (Outtake, *Oh Mercy*)**

An early version of the song that would appear in much different form on *Under The Red Sky*. The lyrics are almost completely different from the later version, leaving the last verse out entirely. Interesting to have because of the lyrical changes and the arrangement, it stands as an exception to the rule that the early versions are usually better.

### **I Can't Escape From You (2005)**

This song written for a film, but never used, was recorded about six months before *Modern Times*. Dylan is playing organ, Donnie Herron is on piano. Dylan's is in possibly the lowest register he's put on a record. It shares with "Tell Ole Bill," and "Huck's Tune" a writing style that seems to transverse centuries, and with the latter song a description of a Christmas that is not what it should be.

### **Dignity (Outtake, *Oh Mercy*)**

This take casts the song in a rockabilly light, and instrumentally sounds like something from Elvis Presley's *Sun Sessions*, though rockabilly songs usually do not run for anywhere near five minutes. Dylan's vocal is looser than on the other takes, and again there are quite a few lyric changes.

### **Ring Them Bells (Supper Club, New York, NY, November 17, 1993)**

In November of 1993, Bob Dylan did four shows at the intimate Supper Club in New York. It was Dylan's first New York City club appearance since 1962, and the shows were free. All the shows were exactly one hour long, were acoustic, except for Bucky Baxter's pedal steel. Both nights were recorded and filmed, but never used, though two videos surfaced on the *Highway 61 Interactive* CD rom. Somehow Dylan managed to capture his entire career in that one hour.

I was lucky enough to see the second show of the first night, and it remains my favorite show of the "Never Ending Tour." The audience, crammed around tables large enough to hold drinks and an ashtray was ecstatic throughout. The band was tight and Dylan's singing was beyond powerful. "Ring Them Bells" was performed at every show, one of several high points at number eight in the set, and each version has something special to recommend it.

### **Cocaine (Live, August 24, 1997, Wolf Trap Filene Center,)**

"Cocaine" is an old blues song originally done by Reverend Gary Davis. Dylan sang the song early in his career and revived it in the mid-nineties. Dylan quite possibly learned it from Dave Van Ronk, whose version on his album *Folksinger* was definitive. Every guitar player in Washington Square in the '60s had to know how to play Van Ronk's finger-picking part.

Dylan started singing it again at some point in the '90s and it became a staple of his shows. He even opened his 1999 summer concert at Madison Square Garden with it. This version features lead guitarist and Larry Campbell and steel guitarist Bucky Baxter on backup vocals.

### **Ain't Talkin' (Alternate version, *Modern Times*)**

This is an earlier take of the chilling closer to *Modern Times*. This version doesn't have the intro (or the outro), Donnie Herron is on steel instead of viola, and Stu Kimball's finger-picking part is nowhere to be found. Leaning ever so slightly more towards rock, this take has several changes in the lyrics, most notably the omission of the last verse, ending with a repeat of the first verse, giving the song an entirely different meaning.

### **The Girl On The Green Briar Shore (Live, June 30, 1992, Cote d'Opale, Kursaal, Dunkerque, France)**

This song about another elusive girl, who could be a ghost, obviously part of the inspiration for "Red River Shore" was performed twice in Europe by Dylan alone on acoustic in the summer of 1992. Recorded by the Carter Family and Ralph Stanley, Dylan more than likely learned it from the singing of Tom Paley of the New Lost City Ramblers.

### **Lonesome Day Blues, (Live, February 1, 2002, National Car Rental Center, Sunrise, Florida.)**

A searing live version of one of the highlights of "*Love And Theft*", Dylan's vocals are a raspy delight. The way he barks out various lines, starting with the opening line, emphasizing key words throughout couldn't be more perfect. The band never lets up, staying very close to the album arrangement. A book could be written about the innumerable references in this song, which run from the musical, Blind Willie Johnson, Howlin' Wolf, Woody Guthrie, to the literary, Mark Twain's *Huckleberry Finn*, *Aeneid*, by Virgil, Flannery O'Connor's *Wiseblood*, and W.C. Fields in *The Fatal Glass of Beer*.



### **Duncan And Brady (Unreleased, 1992)**

In June of 1992, Dylan went to Chicago and recorded several songs with guitarist and singer, David Bromberg producing. Bromberg had worked with Dylan in 1970 on *Self Portrait* and *New Morning*. Most though not all of the songs were traditional folk songs and blues. This song, usually attributed to Leadbelly became part of Dylan's live shows several years later. Highlighted by Bromberg's slide guitar, this version simply kicks. The drummer is Richard Crooks who on played on "Meet Me In The Morning" on *Blood On The Tracks*.

### **Miss The Mississippi And You (Unreleased, 1992)**

Also from the sessions with Bromberg, one of Jimmie Rodgers' classic tunes. Rodgers was one of the greatest singers, songwriters and innovators of the 20<sup>th</sup> Century. One of Dylan's best vocals from 1992, live or on record, this rendition with Bromberg on dobro and Dick Fegy on mandolin, stays true to Rodgers' original. In 1997, Dylan produced a tribute album to Rodgers with several other artists taking part. The liner notes to that album are one of the best pieces of prose Dylan has written so far.

### **Across The Green Mountain (*Gods and Generals* soundtrack, recorded July 2002)**

Written for the epic TV film about the Civil War, this stands apart from everything else Dylan was doing musically at this time. Dylan wrote about his fascination with the Civil War in *Chronicles, Volume One*. Lyrically, it is from the period it evokes, and it's dirge-like, mournful quality will stand as one of his major works of the decade. Everything about this recording is carefully constructed, from Larry Campbell's violin to Dylan's somber vocal which has no extraneous flourishes.

[Disc Three]

### **Tryin' To Get To Heaven (Live, October 5, 2000, Wembley Arena, London, England)**

When Bob Dylan debuted this version in fall of 2000, it was like nothing he'd done before, and immediately was recognized as a must-see performance. Hearing it the first time, felt as if this was the way he heard it in his mind, but couldn't get there at the time he wrote it. The guitar work of Larry Campbell and Charlie Sexton is celestial, and Dylan sings with a reserve rarely displayed. Of all the hundreds of

live Dylan recordings, the live versions of this arrangement are at the top.

### **Series of Dreams (Outtake, *Oh Mercy*)**

If “Series of Dreams,” had been on *Oh Mercy*, this is what it would have sounded like. Available for the first time, this is the final Daniel Lanois mix. There are many different ways to produce a record, and many great producers with varying approaches. At its simplest, some producers are hands-on and some are hands-off. A hands-off producer lets the music define the record. A hands-on producer such as Phil Spector, or the country music producer, Billy Sherrill (best known for his work with Tammy Wynette, Charlie Rich, and George Jones) has an identifiable sound. Daniel Lanois is a hands-on producer. But he is also a musician, and music is what drives him, as evidenced by his own albums. In *Chronicles Volume One*, Bob Dylan makes it very clear he was aware of Lanois’ production methods and also has had varying things to say about working with him at varying times. Perhaps this passage from *Chronicles* sums it up:

*One thing I liked about Lanois is that he didn’t want to float on the surface. He didn’t even want to swim. He wanted to jump in and go deep.*

While this version is a different take, one can hear what ideas were kept for the New York remix on *Bootleg Series, Volumes 1-3*, and perhaps more importantly, what was lost. If you listen real closely, you’ll hear how different guitars, some fading in and out, accentuate each verse and interlude.

### **Mississippi (Alternate outtake, *Time Out Of Mind*)**

Musically, this take is somewhere between the one on disc one and one on disc two. The feel is kind of lazy, with Augie Meyers on organ, and Bob taking a lead. But what’s really noticeable are numerous lyric changes starting with the very first line.

### **Ring Them Bells (Outtake, *Oh Mercy*)**

Bob Dylan, solo on piano in a rendition very similar to the album take. While there were many reasons for Dylan to work with Daniel Lanois at the times he did, the intriguing thing is how well these songs stand up in solo versions. This is some of Dylan’s finest piano work, and the song really doesn’t need anything else.

### **Born In Time (Outtake, *Oh Mercy*)**

Slightly more upbeat, than the take on disc one, and a little less ethereal, though it might be trying to be more so, the piano is out of the mix entirely, replaced by a lush wall of acoustic guitars, while various other instruments weave in and out, sometimes for a second and disappear. Dylan's vocal is not quite as musing as the one on disc one.

### **Red River Shore (Alternate outtake, *Time Out Of Mind*)**

A full band version from the start with Augie Meyer's accordion leading things off, and the Tex-Mex feel is more prominent, aided by a mandolin that appears at key moments, and occasional Spanish guitar licks, that arrive and vanish like the girl in the song. Dylan's vocal is no less impassioned.

### **Things Have Changed (Live, June 15, 2000, Roseland Theater, Portland Oregon)**

Written for the film, *Wonder Boys*, this Oscar-winning song earned Dylan his first regular airplay for a new song in quite some time. It's usually a good idea not to compare a song, especially one written specifically for a project, to anything in an artist's life, but the alienation expressed in the lyrics resonated way beyond the film to the time in which it was released. This unique live version, performed in this arrangement only once, finds the song in a slower, spookier, more rolling arrangement, with his excellent band at full power. Dylan sings the line: *Just for a second there, I thought I saw something move*, as if he actually did just see something move.

### **Doin' Alright (Alternate outtake, *Time Out Of Mind*)**

"Doin' Alright" would've fit right into the *Basement Tapes*. In essence this is "Marching To The City," in a more jaunty groove, moving at a fast clip towards metamorphosing into "'Till I Fell In Love With You," with quite a few improvised detours on the way. Once again, various lines, some familiar, some not are interjected, while others are quickly abandoned.

### **Down Along The Cove (Live, June 11, 2004, Bonnaroo, Music Festival, Manchester, Tennessee)**

For anyone who hasn't been to a Dylan concert in the last decade, and only knows this song from *John Wesley Harding*, what was a mild country boogie, is now a full blown rocker, with new chord changes

and a lot action along that cove, with several new verses. More to the point, this song sizzles, the guitars never rest. This soundboard recording captures not only the musicians (you can actually hear what Tony Garnier is doing on bass) but the excitement of the audience as well. Experiencing this song live is a word not usually associated with Bob Dylan, and that word is fun.

**Most Of The Time (Outtake, alternate version, *Oh Mercy*)**

Very close to the track on *Oh Mercy*, this take has some additional instruments brought up in the mix, and the bass is even more out front. The guitars still wail in the background, creating a murky, swampy haze. While Daniel Lanois' production will always be controversial in some quarters, one of the things he truly knew how to do was capture Dylan's voice during this period and he did so to maximum effect.

**Cold Irons Bound (Live, June 11, 2004, Bonnaroo, Music Festival, Manchester, Tennessee)**

On *Time Out Of Mind*, the ghost of Howlin' Wolf hovered all around this song. In concert, it turned into something else entirely and for quite a while was the mid-point show stopper. This song is meant to be played loud! The band is roaring and Dylan right there roaring with them

**Can't Wait (Alternate version, *Time Out Of Mind*)**

Slow, somber, with all the tension implicit in the song's title brought to life, with organ dominating the other instruments, this is one of Bob Dylan's scariest vocals committed to disc. The lyrical changes reflect an anger that is not in any of the other versions, and Dylan's smoldering delivery makes it even more so.

-Peter Stone Brown  
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